



PUBLIC NOTICE

Federal Communications Commission
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DA 05-1958
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DOMESTIC SECTION 214 APPLICATIONS FILED FOR TRANSFER OF CONTROL OF MILITARY COMMUNICATIONS CENTER, INC., TO MCC ACQUISITION CORPORATION

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 05-223

Comments Due: July 20, 2005

Reply Comments Due: July 27, 2005

On June 22, 2005, Military Communications Center, Inc. ("MCC") with its parent company, MCI, Inc. ("MCI," or jointly, "Transferor") and MCC Acquisition Corporation ("MAC" or "Transferee") (collectively, "Applicants") filed an application pursuant to sections 63.03 and 63.04 of the Commission's rules requesting authority to transfer control of MCC from MCI to MAC.¹

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to sections 63.03(b)(1)(ii) and 63.03(b)(2)(i) of the Commission's rules. The Transferee, MAC, is not a telecommunications provider.² In addition, immediately following the transaction, Applicants and their affiliates combined will hold less than a 10% share of the interstate, interexchange market, will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction), and neither the Applicants nor any of their affiliates are dominant with respect to any service.³

MCC, a Delaware corporation, is a wholly-owned subsidiary of MCI. Through MCC, MCI provides communication centers at eighteen U.S. military bases. MCC's communications products and services include long distance, Internet access, travel cards, pre-paid calling cards, fax transmission, postage services, and shipping services (pack-n-ship). MCI, also a Delaware

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² 47 C.F.R. § 63.03(b)(1)(ii).

³ 47 C.F.R. § 63.03(b)(2)(i).

corporation, is a publicly-traded telecommunications company. Only one entity holds a 10% or greater interest in MCI: through a Department of Justice-approved insulated trust (the “Thornburgh Trust”), Verizon holds a 13.4% beneficial ownership interest in MCI. The trustee of the Thornburgh Trust is former U.S. Attorney General Richard Thornburgh, who holds the shares on behalf of Verizon.

MAC is organized under the laws of the state of Minnesota, and does not currently provide domestic telecommunications services. The following individuals, both of whom are U.S. citizens, hold a 10% or greater ownership interest in MAC: Mac Traynor III (90%) and William P. O’Reilly (10%).

On June 9, 2005, MCI and MAC entered into a stock purchase agreement which provided for MAC to purchase all of the outstanding capital stock of MCC. Following the acquisition, MCC will be a direct, wholly-owned subsidiary of MAC. Applicants assert that the proposed transaction will be transparent to end-users and will not result in any loss or impairment of service for existing customers.

Applicants state that the proposed transaction will serve the public interest by allowing MCI to continue to streamline its operations and corporate structure after emerging from bankruptcy, thereby permitting a greater focus on its core businesses. At the same time, the proposed transaction will benefit consumers by allowing MAC to seamlessly and efficiently continue the provision of long distance service, Internet access, travel cards, pre-paid calling cards, fax transmission, postage services, and shipping services to U.S. military personnel.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies. Interested parties may file **comments on or before July 20, 2005 and reply comments on or before July 27, 2005.**⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer the stock and related control on the 31st day after the date of this notice.⁵ Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line “get form <your e-mail address>.” A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, SW, Room CY-B402, Washington, DC 20554, www.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Tracey Wilson-Parker Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C212, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;
- (3) Alex Johns, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C317, Washington, D.C. 20554; e-mail: alexis.johns@fcc.gov
- (4) Renee R. Crittendon, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C311, Washington, D.C. 20554; e-mail: renee.crittendon@fcc.gov;
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's

duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394, or Alex Johns at (202) 418-1167.

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